

THORNTON & NAUMES LLP

0002/0003

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**BRIARWOOD INVESTMENTS, INC.,
Individually, and On Behalf of All Others
Similarly Situated,**

Plaintiff,

Y.

CARE INVESTMENT TRUST, INC.,

Defendant.

Electronically Filed

Civil Action No.: 1:07-cv-08159-LLS
(ECF Case)

Hon. Louis L. Stanton.

AFFIDAVIT OF JOSEPH CONNOLLY

COMMONWEALTH OF MASSACHUSETTS)
) SS:
COUNTY OF NORFOLK)

JOSEPH CONNOLLY, being duly sworn, deposes and states, under pains and penalties of perjury, as follows:

1. I am the Treasurer of Norfolk County Retirement System ("Norfolk").
2. I am in all respects competent to make this affidavit. I have personal knowledge of the facts stated herein, and testify that they are true and correct. I submit this affidavit to "fully and candidly" answer the Court's questions regarding Norfolk's involvement in this action.
3. Norfolk moved for appointment as lead plaintiff in this action jointly with State-Boston Retirement System ("Boston"), with whom Norfolk has a long standing relationship.


4. In connection with that motion, Norfolk and Boston sought the appointment of the Labaton Sucharow LLP firm as lead counsel.

5. I was aware that Norfolk and Boston together, and Boston itself, had a larger financial interest than the only competing movant, Alaska Hotel & Restaurant Employees Pension Trust Fund ("Alaska").

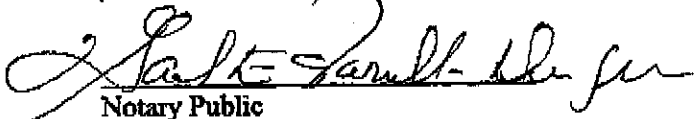
6. I was also aware that after filing the lead plaintiff motion, Boston determined that it was in its best interests to allow the case to be led by Norfolk and Alaska as lead plaintiff and the Labaton Sucharow and Coughlin Stoia Geller Robbins & Rudman LLP firms as lead counsel.

7. I believed, and continue to believe, that Norfolk and Alaska, and the firms of Labaton Sucharow and Coughlin Stoia, can effectively prosecute this litigation on behalf of absent class members.

8. Accordingly, I authorized the filing of the stipulation that sought to appoint Norfolk and Alaska as lead plaintiff, submitted to the Court on or about December 10, 2007, and the new stipulation that is being submitted herewith.


JOSEPH CONNOLLY

Sworn to before me this
9th day of January, 2008


Notary Public

My Commission Expires: 1-24-14